

HOLDING FRANK B  
Form 4  
November 28, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOLDING FRANK B

2. Issuer Name and Ticker or Trading Symbol  
FIRST CITIZENS BANCSHARES INC /DE/ [FCNCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
POST OFFICE BOX 1377  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice Chairman

SMITHFIELD, NC 27577  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            |                                      |  |                                | (A) or (D)  | Amount (D) Price  |  |   |
|                                 |                                      |  |                                |   | 301,474   | D  |   |
| Class A Common Stock            |                                      |  |                                |   | 366,841   | I  | By: F. Holding 2010 GRAT                              |
| Class A Common Stock            |                                      |  |                                |   | 538,943 <sup>(1)</sup>  | I  | By spouse   |
| Class A Common Stock            |                                      |  |                                |   | 144,226 <sup>(1)</sup>  | I  | By Ella Ann 2010 GRAT                                 |

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|                            |            |   |     |   |                        |                      |   |  |
|----------------------------|------------|---|-----|---|------------------------|----------------------|---|--|
| Stock                      |            |   |     |   |                        |                      |   |  |
| Class A<br>Common<br>Stock |            |   |     |   | 669,867 <sup>(1)</sup> | I                    |   | By adult children<br>and their spouses<br>and children |
| Class A<br>Common<br>Stock |            |   |     |   | 26,430 <sup>(1)</sup>  | I                    |   | By trust for adult<br>children                         |
| Class A<br>Common<br>Stock |            |   |     |   | 8,214 <sup>(2)</sup>   | I                    |   | By Twin States<br>Farming, Inc.                        |
| Class A<br>Common<br>Stock |            |   |     |   | 167,600 <sup>(2)</sup> | I                    |   | By First Citizens<br>Bancorporation,<br>Inc.           |
| Class A<br>Common<br>Stock |            |   |     |   | 28,628 <sup>(2)</sup>  | I                    |   | By Heritage<br>BancShares, Inc.<br>and subsidiary      |
| Class A<br>Common<br>Stock |            |   |     |   | 100,000 <sup>(2)</sup> | I                    |   | By Fidelity<br>BancShares, Inc.                        |
| Class A<br>Common<br>Stock |            |   |     |   | 46,699 <sup>(2)</sup>  | I                    |   | By Southern<br>BancShares(N.C.),<br>Inc.               |
| Class A<br>Common<br>Stock |            |   |     |   | 46,000 <sup>(2)</sup>  | I                    |   | By Southern Bank<br>and Trust<br>Company               |
| Class A<br>Common<br>Stock |            |   |     |   | 54,000 <sup>(2)</sup>  | I                    |   | By Goshen, Inc.  |
| Class A<br>Common<br>Stock |            |   |     |   | 627 <sup>(2)</sup>     | I                    |   | By E&F<br>Properties, Inc.                             |
| Class B<br>Common<br>Stock |            |   |     |   | 382 <sup>(3)</sup>     | D                    |   |  |
| Class B<br>Common<br>Stock |            |   |     |   | 4,389                  | I                    |   | By F. Holding<br>2010 GRAT                             |
| Class B<br>Common<br>Stock | 11/23/2011 | P | 100 | A | \$<br>160              | 3,456 <sup>(1)</sup> | I | By Spouse  |
| Class B<br>Common<br>Stock |            |   |     |   |                        | 700 <sup>(1)</sup>   | I | By Ella Ann 2010<br>GRAT                               |

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|                            |                        |   |  |
|----------------------------|------------------------|---|--|
| Class B<br>Common<br>Stock | 619,900 <sup>(1)</sup> | I | By adult children<br>and their spouses<br>and children |
| Class B<br>Common<br>Stock | 6,175 <sup>(1)</sup>   | I | By trust for adult<br>children                         |
| Class B<br>Common<br>Stock | 45,900 <sup>(2)</sup>  | I | By First Citizens<br>Bancorporation,<br>Inc.           |
| Class B<br>Common<br>Stock | 22,619 <sup>(2)</sup>  | I | By Southern<br>BancShares (N.C.),<br>Inc.              |
| Class B<br>Common<br>Stock | 1,355 <sup>(2)</sup>   | I | By Twin States<br>Farming, Inc.                        |
| Class B<br>Common<br>Stock | 200 <sup>(2)</sup>     | I | By E&F<br>Properties, Inc.                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

HOLDING FRANK B  
POST OFFICE BOX 1377  
SMITHFIELD, NC 27577

X X Executive Vice Chairman

## Signatures

Frank B. Holding, By: William R. Lathan, Jr.,  
Attorney-in-Fact

11/28/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
- (1) reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (2) The reporting person is a director, officer and/or principal shareholder of the companies that own these shares, but he disclaims beneficial ownership of the listed shares except to the extent of his pecuniary interest therein.
- (3) Due to a typographical error, the Report on Form 4 filed by the Reporting Person on November 17, 2011, listed the amount of shares beneficially owned following reported transactions by the Reporting Person as 445 shares of Class B common stock. The correct amount, as reflected in this report, should have been 382 shares of Class B Common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
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